

Forming New Chapters, Councils, Clubs

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GENERAL

This section describes general procedures for forming a new chapter and subordinate units. It gives direction for conducting meetings and for keeping Pioneer records. In addition, it includes a recommended Bylaws.

FORMING A CHAPTER, COUNCIL, CLUB OR LIFE MEMBER CLUB

The formation of a Pioneer unit should be a natural development, satisfying the wishes of a sizeable group of TelecomPioneers with a range of community service interests. The decision to form a Pioneer unit may be the result of company reorganization, growth in the number of regular members of Life Members in a community, availability of meeting or similar logistical factors.

However, any plans for a forming of a new Pioneer unit should first be discussed with the executive committee of the chapter or chapters presently responsible for that membership.

The headquarters location of the new TelecomPioneers unit may be determined by the location of the duly appointed chapter administrator/manager.

Forming a Chapter

The chapter, serving the membership within a given Group is the basic administrative unit of the Association. A new chapter should not be formed if an existing chapter can better serve the interests of the group. In many cases, the strong personal ties of the membership in the existing chapter should be considered. If a new chapter might possibly interfere with contacts between long-time friends, it might be better to form a council instead of a chapter.

The chapter should be large enough to justify a full-time chapter manager. The reason for this is that a chapter with fewer than 1,000 regular or Life Members often finds it difficult to sustain a program comparable to that of other larger chapters. The formation of a new chapter means additional expense. It requires space, job-time allocation, mailing, supplies, and delegates to represent the chapter at Group meetings and the Association's Annual Meeting.

The steps in forming a new chapter are described here.

Getting the Chapter's Initial Agreement

The chapter(s) that is presently responsible for the membership involved must initially agree that steps should be taken to form a new chapter.

Discussing the Proposal

The proposal to form a new chapter should then be discussed informally with the Association Vice President who, in turn, will discuss it with the Association President. The Association President, who is responsible for the overall

administration of the Pioneer organization, can furnish expert guidance on the many factors to be considered. If there are any special circumstances, the Association President or the staff may be able to recommend contacts with others who have recently experienced similar conditions.

Forming a Study Committee

Once there is concurrence to proceed, the long range study committee of the chapter should thoroughly evaluate the proposal and prepare a formal recommendation, stating the reason for the formation of the new chapter, the proposed jurisdiction of the chapter, the numbers of TelecomPioneers involved and the effect on the membership, cost factors such as the salary and space for the additional chapter office, target date for formation and any other relevant data. Advantages to Pioneering and the membership should be clearly stated.

Getting the Chapter's Final Agreement

The executive committee of the chapter then should be asked to vote on the recommendation of the long range study committee.

Getting the Association's Approval

The Association Vice President reviews the formal proposal to form a new chapter with the Association President. The recommendations of the chapter's long-range study committee should be thoroughly considered, and the Association headquarters staff should agree philosophically with the formal proposal.

Getting Corporate Support

The Association Vice President should arrange a meeting with the top local company personnel responsible for Pioneering in the city or area involved and appropriate Pioneer leadership. The proposal should be discussed, including the rationale and cost factors. Once the corporate concurrence at the local level has been obtained, the liaison representatives attending the meeting should send a written request to form the new chapter, incorporating any suggested revisions, to the appropriate corporate officers, generally the Vice Presidents of personnel of the sponsor companies involved. Again, it is highly important that this written request include documentation on the rationale and cost factors.

Selecting a Name

Once concurrence is obtained from all sponsor companies, additional steps may then be taken. A maximum of three names should be selected for the chapter and sent in the order of preference to the Association President. In general, the name of a living person should not be used. Most important, the preferred name should not be publicized locally until the Association Executive Committee has given its approval. The Association office will submit all the names, in order of preference, to the legal department for clearance. Since this clearance may take some time, the proposal for the chapter name should be made as far in advance of the effective date as possible.

Presenting a Petition

A petition is prepared for presentation to the Association Board of Directors, requesting permission to establish a chapter with the approval name. The petition consists of:

1. A preamble stating the following: the reason for forming the chapter, a description of the proposed jurisdiction of the chapter, the location of the chapter office (usually determined by the location of the chapter Pioneer administrator) and the advantages to the membership.
2. The signatures of no fewer than 25 persons, either members or those eligible for membership. (If the charter is granted, it will bear the names of the first 25 petitioners.) This petition is then forwarded to the Vice President, along with a statement of agreement of the chapter(s) concerned and copies of their Constitutions and Bylaws.

After receiving the petition, the Association Vice President will verify the agreement of the present chapters to the proposed reorganization. If another Group is involved, agreement of that Group must also be verified. The Association Vice President, if in agreement with the proposal, should forward the petition, along with any recommendations, to the Association President for action at the next Board of Directors meeting. If there are any jurisdictional questions at the chapter or Group level, the Association President should be so informed.

Issuing a Charter

The Association President issues a charter if the Board of Directors approves the formation of the new chapter. The charter will be dated the day the chapter begins operation (January 1).

The new chapter number should be the next in sequence after the number of the last new chapter (new chapter should not use the number of the chapter from which it was formed).

Preparing Bylaws

Bylaws must be prepared for the new chapter. (A copy of recommended Bylaws is included in these practices as a guide.) Newly formed chapters must supply the Association President with a copy of their Bylaws. The effective date will be the date of approval by the Association President.

An Authorization for Inclusion of the Chapter on the Roster of the TelecomPioneers of America

An authorization should be prepared, signed and sent to Association headquarters.

Forming a Council

As a subordinate unit of the chapter, the council may be formed at the discretion of the chapter executive committee and under its jurisdiction.

The council is formed when it is expected to benefit the overall membership of the chapter by increasing the fellowship and participation. Usually, it is formed to better accommodate a group of the membership in a particular geographical community.

The need or desire to form a council may arise from any one of several possible sources. Examples might be the prospective council membership, results of a chapter study of area growth, patterns of participation or company reorganization.

Where either the number of members in a chapter becomes too large or the territory to be administered becomes too widespread, it is recommended that the chapter investigate the feasibility of establishing councils or additional councils.

The council (or club) is the basic unit to which Pioneer members normally belong. A council (or club) should have a full complement of officers and should conduct a full range of activities as prescribed in the recommended Bylaws under "Committees."

Authorization

A council is organized under the provisions of and subject to, the Bylaws of the chapter. But the council may prepare separate Bylaws to supplement the chapter Bylaws in order to specify in greater detail such matters as the membership, subordinate units and committees to be maintained.

Although authorization from the Association is not required, it is important to forward a new appendix to the chapter Bylaws, listing the new council, to the Association Vice President and to the Association President.

Steps to Take in Forming a Council

The individual or group proposing the council should first determine informally from the chapter executive committee whether the proposed council is feasible. This may be done directly or through an appropriate contact, depending on the source of the proposal.

If the proposed council is found to be feasible, the formal proposal to form a council, with the recommended name, should be submitted to chapter executive committee in writing. It is usually prepared by one or more of the prospective members or by a subcommittee of the chapter executive committee. This proposal should be submitted with enough lead time so the executive committee can act, ballots can be prepared, and officers elected by the date established by the chapter Bylaws or as specified by the executive committee.

The name of a living person should not be used. It is advisable to use a name related to the location of the council. In any case, the chapter will authorize the use of the selected name.

Forming a Club

A club is normally a subordinate unit of the council. In special cases where there is not an appropriate council, however, the club may be a subordinate unit of the chapter.

A club is usually formed to improve Pioneer services for the more isolated groups of the chapter or council membership. The need or desire to form a club may originate from a number of possible sources. Examples might be from a group of proposed club membership, the results of a council or chapter study of area growth patterns of participation or company reorganization.

The chapter must authorize the formation of a club. Approval of the Association is not required; however, the chapter is required to include the club on a revised appendix to the chapter Bylaws, which is forwarded to the Association Vice President and the Association President.

Steps to Take in Forming a Club

If the proposal originates from a source within the jurisdiction of a council, that council is responsible for reviewing the proposal with the chapter executive committee to determine whether it is feasible. That council is then responsible for forwarding the formal proposal and the recommended name. It is advisable to select a name related to the location of the club. The name of a living person should not be used.

Forming a Life Member Club

The Life Member club is a subordinate unit of a council or chapter, depending on the chapter organization and the distribution and number of Life Members.

The Life Member club is usually formed when there are enough Life Members to provide a community of interest and where a club will provide the opportunity for more frequent participation in social and community activities.

Existing clubs should be split, when they become too large based upon geographical considerations including travel facilities and distances, availability of suitable meeting facilities or other similar considerations.

Authorization

A Life Member club is established under the provisions of, and subject to, the Bylaws of the chapter. The Life Member club may prepare separate Bylaws to supplement the chapter Bylaws in order to spell out in greater detail such matters as identification of the Life Members officers involved and the standing committees to be maintained.

The chapter grants the authorization to form a Life Member club. Approval of the Association is not required; however, the chapter is required to include the Life

Member club on a revised appendix to the chapter Bylaws. This is to be forwarded to the Association Vice President and Association President.

Selecting a Name

The name of a living person should not be used. It is advisable to select a name that is related to the location of Life Member club. A club may wish to incorporate the name of its sponsoring unit. For example, if it is under the jurisdiction of the Alpha Council, it may select Alpha Life Member Club.

CHAPTER RECORDS

Record of Eligibles

Each chapter Pioneer administrator should maintain a record of persons eligible for chapter membership.

It is important to get the names of these persons on a regular and routine basis from the Employees Benefit Committee or other suitable sources. The list should include persons in all qualifying companies located in the chapter territory.

The chapter Pioneer administrator should make the eligibility information available to the membership committee early enough so that the employees can be enrolled and their certificates and replicas presented on, or close to, the 18th service anniversary.

Record of Membership

Each Pioneer administrator should maintain a record of the entire chapter membership, including affiliate, associate and honorary members. Section III, Membership, suggests data that membership records should contain.

Address Lists

For mailing purposes, the Pioneer administrator should maintain a list of all members and their addresses, including zip codes. Generally, these can be on suitably grouped, e.g., by class of members, councils or clubs.

Financial Records

Each Pioneer administrator should maintain a detailed record of receipts and disbursements so that this data is readily available. Practice 4A, Funds, contains detailed information on financial record keeping.

Retention of Pioneer Records

All records should be kept up to date. If records are revised and reissued, only the updated versions should be kept. This will help prevent duplication and confusion.

Conducting an Effective Meeting

This section should give Pioneer officers and chairpersons the basic mechanics of conducting a meeting. It covers briefly the conduct, manner and attitude of the speaker and gives pointers on how to create the proper climate for an efficient, productive

meeting. It also includes enough parliamentary law to conduct an orderly meeting and the essentials to be covered by minutes.

This training should be done by the chapter administrator, by a past chapter officer or by a trained chapter Vice President. The training time should be from 1 to 1-1/2 days, depending on the needs of the persons being trained.

The Chairperson's Responsibilities

A chairperson of a meeting should:

- a) Call the meeting to order promptly at the scheduled time.
- b) Welcome conferees, including guests, if there are any. (Also introduce guests.)
- c) Recognize members entitled to the floor.
- d) Announce the business before the assembly in the order in which it is to be acted on.
- e) Briefly outline the goals of the meeting.
- f) Call for a reading of the minutes of the previous meeting and determine the corrections required including the final approval of the minutes, Arrange for recording the proceedings of current meeting.
- g) Call for reports by committees.
- h) Dispose of any unfinished business.
- i) Call for and dispose of new business.
- j) Adjourn promptly when business has been concluded.

In addition, these items are worth considering:

- a) Make adequate preparation for the meeting, such as items to be discussed and how they should be handled.
- b) If formal action is required on a proposition, determine if a quorum is present.
- c) A formal action requires:
 - (1) Making a motion; (2) a second; (3) amendments, if any; (4) discussion on subject, and (5) a formal vote. The chairperson should determine and say how the proposition is to be handled.

- d) Encourage conferees to voice their opinions but not dominate the discussion.
- e) Always maintain control of the meeting, and discourage separate simultaneous discussion. Without control, any meeting is ineffective.
- f) When appropriate, offer interested guests an opportunity to contribute their ideas.
- g) Notify persons in advance if they must make a report in a meeting so that they can prepare for it adequately.
- h) Inform those present, when necessary, on a point of order or Practice that is pertinent to pending business.
- i) Put to vote all questions which are regularly moved, or necessarily arise during the proceedings, and announce the result of the vote.

In debate, the presiding officer is referred to by official title and is addressed by prefixing Mr. or Madam to that title. The presiding officer should never use the personal pronoun "I"; but say instead "the chair," which means the presiding officer of the assembly, regardless of whether the position is permanent or temporary.

The chairperson should rise to put a question to vote but may remain seated in very small assemblies, such as boards or committees.

During debate, the chairperson should be seated and pay attention to the speakers who are required to address their remarks to the presiding officer. When a member has the floor, the chairperson cannot interrupt as long as the member obeys the rules of the assembly.

If members are reasonably prompt in exercising their right to speak or make motions, the chair cannot prevent their doing so by hurrying through the proceedings. A chairperson who appears to be partisan loses much of the ability to control those on the opposite side of the question. The chairperson should not express opinions on questions before the assembly.

At every meeting, the Pioneer manager or secretary should always have a memorandum of the order of business for the use of the presiding officer, showing everything that is to come before the meeting. As soon as one item on the agenda is disposed of, the chairperson should announce the next item in order.

When reports are to be made, the chairpersons should call on the different committees in order; when there is unfinished business, announce questions in their proper order, thereby always keeping control of the business.

The Meeting Procedure and Parliamentary Law

A chairperson must conduct the meeting fairly and impartially and make sure that justice prevails. This requires some knowledge of parliamentary procedure. However, since Pioneer meetings do not have to be handled with technical exactness, members do not need to be concerned with all the intricacies of parliamentary practice.

Courtesy and tact, a sense of humor, common sense and a spirit of friendliness--these are the vital elements of success as a chairperson.

All parliamentary procedure is based on four fundamental principles which are the standards for conducting a meeting:

- Justice and courtesy for all.
- Consider only one thing at a time.
- The majority rules.
- The minority has a right to be heard.

The four fundamentals of parliamentary law can be added to these standards:

- To facilitate action, not to obstruct it.
- To enable the assembled group to express its will.
- To give every member a fair hearing.
- To maintain order.

The order of business should cover:

- Approval of the minutes of the previous meeting.
- Reports of standing committees.
- Reports of special committees.
- Unfinished business.
- New business.

Conducting Regular Meetings

The officer should conduct regular business meetings as follows: Call the meeting to order, extend welcome, outline the goals and call on the Pioneer meeting secretary to read, or refer to, the minutes of the last meeting.

When this is done, the chairperson asks, "Are there any corrections to the minutes?" If none are suggested, add, "There being none, the minutes stand approved."

If any corrections are suggested, the Pioneer meeting secretary records them. The chair then asks for further corrections. If none, the minutes will stand approved as corrected.

Meeting Minutes

The Minutes should record basic information, such as: Name of Pioneer unit, location of meeting, title of meeting and date of meeting. List presiding officers and all members and guests in attendance. The Minutes should contain pertinent remarks of the presiding officer, as well as appropriate coverage of committee reports, motions and resolutions.

As soon as the minutes are approved, the chairperson says, "The next business in order is hearing the reports of the standing committees." Then the chairperson calls for committee reports: "May we have a report from the committee?"

Having tended to the reports of the committees, the chair announces each item of business in order until the business of the meeting has been disposed of.

Someone then makes the motion to adjourn; like every other motion, this one cannot be made except by a member who has the floor.

Getting the Floor

Before a regular member can make a motion or address the assembly in debate, it is necessary to get the floor--that is, address the presiding officer by the official title: thus "Mr. Chairperson," or "Mr. President"; or if a woman (married or single), "Madam Chairperson" or "Madam President."

If the regular member is entitled to the floor, the chairperson "recognizes" or gives over the floor by announcing the member's name. This is not necessary if the assembly is small and the members know each other, nor is it necessary for the chair to do more than nod in recognition that the member has the floor.

Motions

A motion is a proposal that the assembly take certain action or that it express itself as holding certain views. A motion is made by a member who gets the floor and says, "I move that" (which is equivalent to saying, "I propose that") and then states the proposed action. (See Exhibit I)

The chair may, and often should, guide the working of motions. Motions may be offered by persons who know what they mean but do not know just how to say it. The motion should be worded so as to state exactly what the mover means. The chairperson may need to say, "If I understand you correctly, the motion is so and so," stating it in proper form.

If a motion is so complex or covers so much territory that it is unintelligible, a member may move to divide the question for the sake of clarity; if no one offers such a motion, the chair should suggest it. If a motion is slow to come, the chairperson may suggest a motion to be offered.

Seconding Motions

In general, every motion should be seconded. An exception is that a second to a nomination is not necessary.

The chairperson may proceed without waiting for a second if the motion is certain to meet with general favor, and yet members are slow about seconding it. Yet, any one may make a point of order that the motion has not been seconded. In that case, the chair is obliged to proceed formally and call for a second. When a motion is not seconded at once, the better way is for the chair to ask, "Is the motion seconded?" In a very large hall the chair should repeat the motion before calling for a second in order that all may hear.

After a motion has been made, no other motion is in order until the chair has stated the question on this motion, or has declared, after a reasonable opportunity has been given for a second, that the motion has not been seconded or has been ruled out of order.

Except in very small assemblies, the chair cannot assume that members know what the motion is and that it has not been seconded unless summarized by the chairperson.

A motion is seconded by a member saying, "I second the motion," or "I second it," which is done without obtaining the floor and in small assemblies without rising. In large assemblies and especially where nonmembers are scattered throughout the assembly, members should rise and, without waiting for recognition, say "Mr. Chairman, I second the motion."

Stating the Question

When a motion has been made and seconded, it is the duty of the chair, unless the motion is ruled out of order, to immediately state the question—that is, state the exact question that is before the assembly for its consideration and action.

For example, the chair may say, "It is moved and seconded that the following resolution be adopted (reading the resolution). Is there any question or discussion?"

Closing Debate

The chairperson cannot close debate except by order of the assembly, which requires a two-thirds vote.

When the debate appears to be finished, the chair should inquire, "Are you ready for the question?" If, after a reasonable pause, no one claims the floor, the chair

assumes that no member wishes to speak and, standing, proceeds to put the questions.

Voting

The chair then proceeds to take a vote on the question: first calling for the affirmative, then for the negative, vote. In putting the question, the chair should clearly state the question that the assembly must decide.

If the question is on the adoption of a resolution, it should be read again, unless it has been read very recently. The question should be put in a way similar to this: “The question is on the adoption of the resolution (which the chair reads). Those in favor of the resolution say “aye”; those opposed say “nay.” The “ayes” have it and the resolution is adopted; or, The “nays” have it and the resolution is lost.”

If the vote by voice is indefinite, the chair may say: “Those in favor of the motion rise”; and when they are seated, will continue: “Those opposed will rise.”

If this does not clearly determine the vote, the chair should say, “Those in favor of the motion (or those in the affirmative) will rise and stand until counted.” When those standing are counted, the chair continues: “Be Seated. Those opposed rise and stand until counted.”

Tabling a Motion

The purpose of tabling a motion is to enable the assembly to attend to more urgent business. The pending question should be put aside in such a way that it may be considered again at the will of the assembly—as easily as if it were a new question but in preference to new questions. It is in the interest of the assembly that this be done instantly. The motion to table a motion is undebatable and requires only a majority vote.

Motions tabled are merely temporarily laid aside. They may be taken from the table later in the meeting or at the next meeting. Anyone may move to take a question from the table. If motions are not taken from the table, they are in effect suppressed.

Receiving of Reports

The chair calls for the reports of such officers and standing committees as are required to make reports in the order in which they are arranged in the rules. When these are completed, the chair then calls for the reports of the special committees in the order of their appointment.

When called upon, the reporting member (who is the chairperson of the committee unless another is appointed to make the report) addresses the chair and, when recognized, reads the report and hands it to the presiding officer or secretary.

Usually no motions are made or votes taken; these matters are all settled informally by general consent.

A very common error is to move that a report be received, but the fact that the report has been read shows that it has already been received by the assembly. Another mistake, less common, is to vote that the report be accepted. This is equivalent to adopting it when the intention is only to have the report up for consideration and afterwards to vote on its adoption.

When the report of a committee has been presented to the assembly, and either read or handed to the chair or the secretary, the next business in order is the disposal of the report. This depends on its nature:

1. If the report contains only a statement of fact or opinion for the information of the assembly, the reporting member makes no motion for its disposal as there is no need for action. If any action is taken, the proper motion which should be made is to "accept the report." This has the effect of endorsing the statement and making the assembly assume responsibility for it.
2. If the report contains recommendations that are not in the form of motion, they should all be placed at the end of the report even if they have been given separately before. The proper motion is to adopt the recommendations.
3. If the report concludes with a resolution or a series of resolutions, the reporting member should move that the resolution or resolutions be adopted or agreed to. This method should be used whenever practical.

The Essentials of Minutes

Generally, the name is recorded of the member who introduced a main motion but the name of the person seconding is not recorded.

In the meetings of ordinary societies, there is no object in reporting debates or discussion. The duty of the Pioneer manager or secretary, in such cases, is mainly to record what is done by the assembly and not what is said by the members.

The proceeding should be recorded even when a question is considered informally because the only informality is in the debate.

If a report containing resolutions has been agreed to, the resolutions should be entered in full as finally adopted by the assembly. For example: "The committee submitted a report with a series of resolutions which, after discussion and amendment, were adopted as follows." Then the resolution as adopted should be entered.

COMMITTEE PLANNING AND ACTION

Committee planning and action largely account for the success of Pioneering activities. Furthermore, strong and active committees help materially in achieving good results in a chapter, council or club.

Standing and additional committees should be established to carry out Pioneer objectives and to meet specific needs in operating the chapter and its subordinate units.

Recommended chapter standing committees are listed in Article III, Section 2, of the recommended Bylaws. Councils, clubs and Life Member clubs should establish any of these committees or any other committees that they would need in order to administer their programs. Experience seems to prove that it is generally worthwhile to follow a rather thorough and orderly plan for organizing committee action. The following outline can be very useful to the committee chairpersons in helping to organize their work. Chapter and council officers should encourage all committee chairpersons to follow these steps:

- Call the committee together.
- Review past activities.
- Study opportunities.
- Adopt a definite program.
- Review program with the proper Pioneer officers.
- Establish a record keeping system.
- Activate the program.
- Provide proper follow-up.
- Meet regularly.
- Express appreciation.

Each of these steps is outlined below.

Call Committee Together

- 1) Determine the size of the committee needed for the job to be done.
- 2) Select members of the committee after considering these factors.
 - a) Past performance of the individuals.
 - b) The proposed members' interest, ability and initiative.
 - c) A balanced representation of men, women and minorities.

- d) A balanced representation of experienced and new members.
 - e) Balanced interdepartmental representation.
 - f) The geographical or jurisdictional area.
 - g) Availability of the individuals for committee work.
1. Set a meeting date and arrange, and hold the first and subsequent meetings, in most instances, a copy of the meeting notice should also be sent to the supervisors of the conferees.

Review Past Activities

1. Know which activities have been successful and why.
2. Know which activities have been unsuccessful and why.
3. Study what might be done to change either type of activity for the better.

Study Opportunities

1. Do not be limited merely to things that have proved successful before but list every activity or item that could even remotely be considered. In this way, no good ideas will be overlooked or passed by without due consideration.
2. Study and evaluate all possible selections which might be included in a well-rounded program to ensure that this program will have enough variety to appeal to all TelecomPioneers.

Adopt a Definite Program

1. Select specific activities that will encourage the greatest possible participation of members.
 2. Adopt a tentative schedule of dates.
 3. Get advice from others who may have past experience along the desired lines.
 4. Consider the amount of money available.
 5. Consider company and employee interests.
1. Review and consider members' selections or suggestions which are reported by the participation committee.

Model Chapter Constitution and Bylaws for TelecomPioneers

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The following is the Association model for use in preparing or revising a chapter Constitution and Bylaws. While it is the recommended arrangement, the chapter need not adopt it word for word. Circumstances vary chapter to chapter, and local needs may require modifications to the model or the insertion of special provisions. In particular, the slate of officers and the make-up of an executive committee can vary from Pioneers unit to Pioneers unit.

A chapter's Constitution and Bylaws covers all subordinate units (councils, clubs and Life Member clubs) that are formed and approved by the chapter executive committee. A record of all units should be maintained as an appendix to the chapter Constitution and Bylaws.

New chapter Constitution and Bylaws, as well as each proposed amendment, are submitted to the Association Group Vice President who, after reviewing, will forward to Association President for approval.

Model Chapter Constitution

ARTICLE I Name and Scope

Section 1 The name of this organization shall be *(insert chapter name)* Chapter, TelecomPioneers, hereinafter referred to as the chapter.

Section 2 This chapter was formed under a charter dated _____, granted by the TelecomPioneers (formerly the Telephone Pioneers of America), hereinafter referred to as the Association. Each chapter is a part of the corporate entity which constitutes TelecomPioneers, Inc.

Section 3 This chapter is granted jurisdiction over the membership from the *(geographical or company operating areas or locations)* of the _____ Company *(repeat as necessary to define fully the membership and all sponsor companies involved. If chapter is self-sponsored, list it as such).*

Section 4 The headquarters of this chapter shall be in *(city and state/province)*.

ARTICLE II Subordinate Units

Section 1 For administrative purposes, the territory of this chapter may be subdivided into councils and, in a similar manner, the territory of a council may be subdivided into clubs.

Section 2 Each council shall be a constituent part of this chapter. Each club shall be a constituent part of either the chapter or the council.

Section 3 Groups consisting only of Life Members may be organized into units known as Life Member clubs, each of which shall be a constituent part of the chapter, council or club.

Section 4 All subordinate units (including councils, clubs and Life Member clubs) shall be governed by the constitution and bylaws of this chapter, shall derive their authority from the executive committee of this chapter, and shall be established or abolished only with the approval of the chapter executive committee.

Section 5 The councils, clubs and Life Member clubs which have been authorized by the executive committee of this chapter shall be as described in an appendix to the bylaws of this chapter. The description shall include the name given to each subordinate unit, the territory in which it operates, its headquarters and organization date.

ARTICLE III Purpose

Section 1 The purpose of this chapter and of its subordinate units shall be to carry on the work of Pioneering within its jurisdiction in accordance with the purpose of the Association, which is:

The purpose of the TelecomPioneers shall be to promote and participate in activities that respond to community needs and problems, to provide a means of friendly association through community service for telecommunications employees and those retired; to foster among them a continuing fellowship and a spirit of mutual helpfulness; to contribute to the progress of the Association and promote the happiness, well-being and usefulness of the communities in which we live; to exemplify and perpetuate those principles which have come to be regarded as the ideals and traditions of the industry.

ARTICLE IV Membership

Section 1 Any current or former employee of a sponsor company listed in Section 2, below, shall be eligible for membership. Membership is in the Association and, coincidentally, in the subordinate units established as chapters, councils, clubs and Life Member clubs.

Section 2 To be eligible for admission to membership, an individual must be a present or past employee of a present or past sponsoring company. Current sponsors include: Aliant Inc., AT&T, BellSouth Corporation, Cincinnati Bell, Frontier Communications Corporation, Manitoba Telecom Services, Qwest Communications, Inc., SaskTel, SBC Communications Inc., Telcordia Technologies, Inc., Verizon or any subsidiary of the foregoing companies.

Section 3 Regular members who retire from employment and receive a service pension shall be granted Life Membership, effective the day following retirement. Regular members who otherwise leave the employment of a sponsor may apply for Life Membership upon the attainment of age 55. Life Members shall be entitled to all membership privileges but shall be exempt from the payment of dues.

Section 4 Any Life Member who lives in or moves into an area that is under the jurisdiction of another chapter and establishes a permanent residence and stays there longer than six months during a span of 12 consecutive months may be granted affiliate membership in that chapter and its subordinate units. Affiliate members of the chapter are entitled to such privileges as the chapter executive committee may designate, including the right to vote, hold office and serve as a member of the executive committee, except that in no case will these privileges include the right to hold office in both the affiliate and home chapters simultaneously.

Section 5 Associate membership may be granted by the chapter executive committee to the Partner of a deceased regular member or Life Member who so desires. An associate member may wear the Pioneer emblem and shall be entitled to such privileges as the chapter executive committee may designate, including the right to vote, hold office or serve as a member of the executive committee at the club level only. An associate member shall be exempt from the payment of dues.

Section 6 Honorary membership may be granted to a person making a truly unusual or outstanding contribution to the TelecomPioneers or to the telecommunications industry. Such membership shall not be conferred upon anyone who could otherwise attain

membership eligibility. Honorary membership must be approved by the Association Board of Directors (formerly known as the Executive Committee) or by the chapter Executive Committee and concurred in by the chapter's Association Vice President. Honorary members do not have the right to vote but are entitled to all other membership privileges and may wear the Pioneer emblem. Honorary members shall be exempt from the payment of dues.

Section 7 Each member may designate one person to be his/her Partner and may change that designation from time to time. When necessary and for the continuing good of Pioneering, chapters and their subunits may allow a Partner to be elected to an office and have full voting privileges during that term of office. Partners elected to office must pay Regular Member dues during their term. A Pioneer Partner who chooses not to become a regular member shall be entitled to such privileges as the Chapter's Executive Committee may designate, except that in no case will these privileges include the right to vote or to hold an elective office. A Pioneer Partner, other than those who hold an office, is exempt from the payment of dues.

Section 8 Membership in this chapter may be transferred to or from this chapter on changing work or residence location in accordance with the practices established by the Association and this chapter.

ARTICLE V Officers and Executive Committee

Section 1 The officers of this chapter and of each of its councils, clubs and Life Member clubs shall be a president, a vice president (if more than one, specify number), a Pioneer administrator/manager (secretary at the subordinate unit level), and a treasurer, if required. The title Pioneer administrator/manager (secretary at the subordinate unit level) applies to that position where the incumbent is responsible for managing the full range of administrative functions specified in the Pioneer Practices.

Section 2 There shall be an executive committee of this chapter and of each of its councils, clubs and Life Member clubs, consisting of the president, immediate past president, vice president(s) (specify number), members-at-large (specify number), Pioneer administrator/manager (and a treasurer, if required), and Life Member representative(s) (specify number, typically not more than two; position at chapter level only).

Note: The list of officers and the make-up of the executive committee as illustrated in Sections 1 and 2, above, can vary from Pioneer unit to Pioneer unit.

In addition, the presidents of the councils shall be members of the chapter executive committee, and the presidents of the clubs and Life Member clubs shall be members of the executive committee of their sponsoring unit.

The chapter Life Member representative(s), being an elective office, shall be someone other than a Life Member club president.

The president of each unit shall act as chairperson of the unit's executive committee. The Pioneer administrator/manager (secretary at the subordinate unit level) shall keep accurate records of the proceedings of the chapter/unit executive committee, give notice of all meetings and perform other duties for the chapter/unit executive committee as described in Article I, Section 6, of the bylaws. The Pioneer administrators/managers and secretaries (and treasurers, if required) shall be non-voting members of their respective executive committees.

Section 3 The first vice presidents of the chapter, councils, clubs and Life Member clubs may be advanced to the office of president of their respective units in the ensuing year, subject to the approval of the respective executive committee. If, in any case the executive committee does not so approve, a president shall be elected by vote of the membership of the unit. The vice president(s), members-at-large and Life Member representative(s) shall be elected by vote of the voting membership of such unit. The chapter Pioneer administrator/manager shall be appointed by the sponsoring company. The unit administrators and treasurer, if required, shall be appointed by the unit's executive committee. If these positions are not appointed by the company, the unit may elect a volunteer to fill them.

Section 4 The terms of the presidents and vice presidents shall be one year. The terms of the chapter Life Member representative(s) may be two years at chapter option. The terms of the members-at-large shall be two years. The chapter Pioneer administrator/manager (and the unit administrators and treasurers, if required) may serve until a successor is named. All terms shall begin on the first day of January next following their election or advancement, except in the case of the appointed members of the executive committee.

Note: If there is more than one chapter Life Member representative or member-at-large, their terms shall be staggered in alternate years.

Section 5 Any elected officer may serve a maximum of three consecutive terms upon approval of the individual's sponsor company supervisor, the unit executive committee (two-thirds vote required) and the group vice president. Given all three approvals, no further nominating committee activity, election or membership balloting is required. A person who has been appointed to fill a vacancy in office for the remainder of a term may be nominated and elected to that office for the following term.

Section 6 No member of this chapter shall hold more than one elective position in the Pioneer organization at any one time.

ARTICLE VI Responsibilities of Executive Committees

Section 1 The chapter executive committee shall be the governing body of this chapter with responsibility in accordance with the provisions of the constitution and bylaws of this chapter and of the Association. It shall have the authority to establish or abolish councils, clubs and Life Member clubs and to prescribe methods for their operation. It shall have the power to fill vacancies in the offices and executive committee of the

chapter when they occur and to appoint delegate alternates/votes and additional delegates/votes to the Annual Meeting of the Association.

NOTE: *To avoid confusion regarding the number of delegates to send to the Annual Meeting, an amendment was passed in 2001 to make it clear that additional chapter representation can be in the form of a proxy vote and does not necessarily have to be the physical person attending. This measure could also reduce the overall number of delegates attending the Annual Meeting and thereby reduce costs.*

NOTE: *When a chapter is entitled to additional delegates to the Annual Meeting, as provided in the Association constitution and bylaws, the chapter should give serious consideration to providing proportionate representation of its Life Members, based on the ratio of regular members to Life Members on the rolls of the chapter.*

Section 2 Each council, club and Life Member club executive committee shall be the governing body of its respective unit with responsibilities in accordance with the provisions of the constitution and bylaws of this chapter and of the Association. Each shall have the power to fill vacancies in the offices and executive committee of its respective unit when they occur.

Section 3 The chapter executive committee shall have authority to prescribe regulations as to chapter and subordinate unit matters not specifically provided for herein, within the framework of this constitution and bylaws and the Association constitution and bylaws. However, in no case shall the intent and meaning of the provisions of the constitution and bylaws be changed except as provided in Article XI .

ARTICLE VII Committees

Section 1 Standing and additional committees shall be established to carry out the Pioneer objectives of the Association and to meet the specific needs of operating the chapter and its subordinate units. (The chapters standing committees are listed in Article III, Section 2, of the bylaws.)

ARTICLE VIII Meetings

Section 1 Meetings of this chapter or of any of its councils, clubs or Life Member clubs may be held at the call of its executive committee and shall be held on petition of not less than 10 percent of the membership of the respective unit. A designated Pioneer member, typically the unit secretary, shall ensure that notice of the meeting is sent to each member of the respective unit at least 20 days before the meeting or shall post or otherwise make a good faith effort to announce (see Note, below) to the unit membership the time and place of the meeting at least 30 days in advance of the meeting date. If an amendment to this constitution or to the bylaws is to be voted upon, the notice/announcement shall so state and identify generally the provisions which will be affected. Five percent of the membership shall constitute a quorum for the transaction of business.

Note: The unit secretary shall ensure that all possible means of publicizing the meeting are investigated and utilized, including company or chapter/unit publications, posters,

web site postings, e-mail, Pioneer hotlines and bulletin boards and announcements or hand-outs at meetings.

Section 2 Meetings of an executive committee may be held at the call of its president and shall be held at the request of three members of the committee. Notice of a meeting shall be sent/provided to each executive committee member of the respective unit at least 10 days before each meeting. Two thirds of the executive committee, present and voting, shall constitute a quorum for the transaction of business.

ARTICLE IX Administrative and Fiscal Years

Section 1 The administrative and fiscal years of this chapter and its subordinate units shall run concurrently beginning on January 1 and ending on December 31 of the same year.

ARTICLE X Revenues

Section 1 Application fees, other fees and membership dues are prescribed by the Association.

Section 2 Funds may be derived from fund-raising activities, from donations, and from other sources which have been approved by the chapter executive committee as consistent with the organization and operation of the Association.

Section 3 The apportionment of funds (fees, dues, donations, etc.) to subordinate units shall be determined by the respective executive committees; e.g., chapters to councils and councils to clubs.

Section 4. This account will be managed by the executive committee of this Chapter, as identified in Article V, Officer and Executive Committee, and no funds shall be disbursed from this account except as directed by said executive committee and standing committee.

The principal, income and all property shall be used at least 50 percent for specific charitable, educational and scientific purposes. No part of the net earnings shall inure to the benefit of or be distributable to chapter members, trustees, officers or other private persons, except that payments and distributions may be made in furtherance of the purposes set forth above.

Section 5 In no way shall the actions of the chapter or the use of its funds involve the carrying on of lobbying activities or other attempt to influence legislation or the election of any candidate for public office. Notwithstanding any other provision stated herein, the chapter shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under U.S. Internal Revenue Law.

ARTICLE XI AMENDMENTS

Section 1 Amendments to this constitution or to the bylaws may be proposed to the chapter membership for action only by the chapter executive committee on its own

volition, but the chapter executive committee may consider a proposal set forth in a petition bearing signatures representing not less than five percent of the total chapter membership.

Section 2 At any meeting of the chapter executive committee, action on any proposed amendment to this constitution or to the bylaws may be initiated by a two-thirds vote of the committee members present, provided notice of the proposed amendment was sent to each member of the committee at least 10 days prior to the meeting.

Section 3 Proposed amendments to this constitution or to the bylaws shall be submitted for approval and must be approved by the Association President before being submitted to the chapter membership for action.

Section 4 Each proposed amendment to the constitution or to the bylaws authorized for submission to the chapter membership for action shall be voted upon via printed ballot (mailed or distributed) or via voice vote at a meeting of the chapter called and held as provided in Article VIII, Section 1, above.

At least 30 days before the date set by the chapter president for the counting of ballots or voice vote, the chapter administrator/manager shall send to each member who is entitled to vote or shall post or otherwise make a good faith effort to announce (see Note, below) a ballot that lists the current and proposed amended text of the article(s) or section(s) in question and describes the reasons for, and impacts of, each proposed amendment. In addition, the ballot shall provide a voting area (yes/no/abstain) for each proposed amendment and clearly state the address to which completed ballots should be returned and the date by which ballots must be received at that location. The affirmative vote of at least two thirds of those voting shall be sufficient for the adoption of any proposed amendment. On the specified date, tellers appointed by the chapter president shall count the ballots and certify the results of the voting in writing to the Pioneer administrator/manager.

Note: The Pioneer administrator/manager shall ensure that all possible means of publicizing the amendment vote and the existence of ballots are investigated and utilized, including company or chapter/unit publications, posters, Pioneer hotlines and bulletin boards and announcements or hand-outs at meetings. Every reasonable effort shall also be made to inform the membership of where ballots can be obtained and when/where they must be returned.

Section 5 The appendix to the bylaws, referred to in Article II, Section 5, of this constitution, may be amended by the chapter executive committee.

Section 6 Within 30 days of the completion of the amendment process, the Pioneer administrator/manager shall ensure that an appropriately revised and dated file copy of the chapters amended constitution and bylaws is forwarded to the Association office in Denver.

Model Bylaws

ARTICLE I Powers and Duties of Officers and Executive Committee Members

Section 1 The president of this chapter and the president of each of its councils, clubs and Life Member clubs shall:

- a) Enforce the provisions of the Association and chapter constitution and bylaws.
- b) Preside at all meetings of the corresponding Pioneer unit and executive committee
- c) Decide all questions of order subject to an appeal; act as judge of elections and declare the results.
- d) Have authority to call meetings of the executive committee.
- e) Be empowered to appoint committees as provided in these bylaws and such special committees as the executive committee may deem advisable.
- f) Be a member *ex officio* of all committees except the nominating committee
- g) Ensure that the nominating committee is selected in accordance with Association guidelines and properly trained to fulfill its mission.
- h) Perform such other duties as usually pertain to the office or as may be delegated by the executive committee.

Section 2 The vice president(s) of each unit shall assist the president of such unit in the discharge of duties and responsibilities. During the absence or disability of the president, the first vice president shall have all the powers and perform all of the duties of the president. If it appears that the office of president will be vacant for the remainder of the term, the vice president may be appointed president by the executive committee for the unexpired portion of the term.

Section 3 The immediate past president of each unit shall be a non-elected member of the executive committee. The immediate past president acts as an advisor to the president and the executive committee and often chairs the nominating committee.

Section 4 The members-at-large of each executive committee will be required to take special assignments or serve on committees as the president or executive committee may assign.

Section 5 The chapter Life Member representative(s) will be required to take special assignments or serve on committees as the president or executive committee may assign.

Section 6 The chapter secretary and the secretary of each subordinate unit are the administrative officers of the unit, acting in concert with the unit president and executive committee and with the advisement of the sponsor company liaison, and shall:

- a) Enforce, along with the unit president, the provisions of the chapter and Association constitution and bylaws.
- b) Keep accurate records of the proceedings of the unit and of its executive committee.
- c) Take care of the general correspondence and have charge of all records, except those in the charge of the treasurer, if required, or as otherwise directed by the executive committee.

- d) Give notice of all meetings.
- e) Issue such reports as the executive committee may direct.
- f) Advise and consult with the members of the executive committee and the standing committee chairpersons in their work by maintaining and interpreting Pioneer methods and practices, and aid them in advancing the best interests of the chapter and the Association.
- g) Perform such other duties as usually pertain to the office or as may be assigned by the president or executive committee.

The chapter and the unit treasurers shall also:

- a) Receive and be custodian of all its monies
- b) Keep its executive committee fully advised on all matters connected with the unit funds
- c) Keep an accurate financial record, showing all receipts and disbursements
- d) Keep its funds in such place as the executive committee may designate
- e) Prepare vouchers and disburse such funds as directed by the executive committee and approved by the president and vice president
- f) Perform such other duties as the president or executive committee may assign.

ARTICLE II Election and Removal of Chapter, Council, Club and Life Member Club Officers and Executive Committee Members

Section 1 Each unit shall hold an annual election, preferably not later than September 30, on a date to be fixed by its executive committee. This election may be conducted by printed ballots (mailed or distributed) or by voice vote at an annual meeting.

Section 2 At least 45 days before the date set for the counting of ballots or voice vote, the nominating committee of the unit shall submit to its president a list of candidates for the elective positions of the unit. At least 30 days before the date set for the counting of ballots or voice vote, the Pioneer administrator/manager shall send to each member of the unit who is entitled to vote or shall post or otherwise make a good faith effort (see Note, below) to announce a ballot containing the names submitted by the nominating committee. The name of the vice president to be advanced to president shall be shown on the ballot, and space shall be provided for write-in candidates. (If the election is by voice vote, time shall be allotted for additional nominations from the floor). On the specified date, tellers appointed by the president of the unit shall count the votes and certify in writing to the Pioneer administrator the results of the election.

Note: The secretary shall ensure that all possible means of publicizing the election and the existence of ballots are investigated and utilized, including web site postings, e-mail, company or chapter/unit publications, posters, Pioneer hotlines and bulletin boards and announcements or hand-outs at meetings. Every reasonable effort shall be made to inform the membership of where ballots can be obtained and when and where they must be returned.

Section 3 Votes can be cast for any person who is eligible for election, even if not nominated. The candidate with the majority of votes will be declared elected.

Section 4 A single ballot containing the names submitted by the nominating committees to the chapter and all of its subordinate units may be used.

Section 5 The chapter Pioneer administrator/manager shall be appointed by the sponsor company, should the sponsor company so desire. Secretaries and treasurers, if required, of each unit shall be appointed by its executive committee.

Section 6 Any officer may be removed from office by a two-thirds majority vote of the chapter executive committee whenever, in its judgment, the best interests of the chapter and the Association would be served thereby.

ARTICLE III Committees

Section 1 The chapter and its subordinate units shall establish those standing committees which will help foster the fellowship, loyalty and service of the membership. They may also establish additional committees if size of membership, activities or special projects make this necessary or desirable.

Note: Only the established standing committees shall be listed in this section of the bylaws .

Section 2 The established standing committees shall be as follows.

Note: For purposes of these model bylaws, typical chapter standing committees are listed below. The formal list of standing committees will vary by chapter.

1. Auditing
2. Community Service/Pioneer Projects
3. Educational Opportunities
4. Environmental Activities
5. Fellowship
6. Fund Raising
7. Group Representative
8. Historical
9. Information (Publicity)
10. Life Member
11. Long-Range Planning
12. Membership
13. Nominating
15. Pioneer Partner

Councils, clubs and Life Member clubs shall establish any of these committees or other committees as required to administer their programs.

Section 3 The duties and responsibilities of each of the committees are outlined in the Association Guidelines.

Appendix A

SAMPLE REQUEST FOR MOTION FORM

Committee/Council/Club/LifeMemberClub: _____

Name (person making request): _____

Contact Number: _____

Today's Date: _____

WHAT is being proposed?

WHY is the proposed motion needed? (*Identify the opportunity which is calling for a motion*)

WHAT will it accomplish? _____

WHAT will it cost? _____

HOW will the money be raised? _____

WILL there be an internal partner? _____

WILL there be an external partner? _____

WHERE is this activity to take place? _____

WHEN will the project begin and end? _____

SUBMIT TO: PIONEER VOLUNTEERS

Street Address

City, State

OR FAX TO: fax number

(To be completed by Pioneer Administrator or Secretary)

MOTION seconded by: _____ **Date:** _____

_____ *Approved*

_____ *Disapproved*

_____ *Amend*